

Phillips 66  
Form 8-K  
May 08, 2015

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

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Date of Report: May 6, 2015  
(Date of earliest event reported)

Phillips 66  
(Exact name of registrant as specified in its charter)

|   |  |   |
|---|--|---|
| Delaware<br>(State or other jurisdiction<br>of incorporation) | 001-35349<br>(Commission<br>File Number) | 45-3779385<br>(I.R.S. Employer<br>Identification No.) |
|---|--|---|

3010 Briarpark Drive  
Houston, Texas 77042  
(Address of principal executive offices and zip code)

(281) 293-6600  
(Registrant's telephone number, including area code)

Not Applicable  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



## Item 5.07 Submission of Matters to a Vote of Security Holders.

We held our annual meeting of stockholders on May 6, 2015, at which a quorum was present. The table below sets forth the final number of votes cast for and against, as well as the number of abstentions and broker non-votes, for each matter voted on at that meeting, as certified by the independent inspector of election.

|    | Matter  | For         | Against     | Abstentions | Broker Non-Votes |
|----|---|-------------|-------------|-------------|------------------|
| 1. | Election of three directors   |             |             |             |                  |
|    | (a) J. Brian Ferguson   | 380,698,146 | 4,534,816   | 1,317,798   | 84,433,992       |
|    | (b) Harold W. McGraw III  | 378,813,585 | 6,458,381   | 1,278,794   | 84,433,992       |
|    | (c) Victoria J. Tschinkel   | 381,009,333 | 4,191,033   | 1,350,394   | 84,433,992       |
| 2. | Ratification of selection of Ernst & Young LLP as independent registered public accounting firm | 467,922,863 | 1,719,903   | 1,341,986   | --               |
| 3. | Advisory vote on executive compensation   | 366,507,207 | 17,226,578  | 2,816,975   | 84,433,992       |
| 4. | Management proposal regarding the annual election of directors                                  | 381,024,785 | 3,571,059   | 1,954,916   | 84,433,992       |
| 5. | Shareholder proposal on greenhouse gas reduction goals  | 87,790,651  | 226,259,753 | 72,500,356  | 84,433,992       |

Although the management proposal regarding the annual election of directors received significant support from shareholders, it did not receive the affirmative vote of 80% of outstanding shares entitled to vote, as required for adoption by the Certificate of Incorporation. The company intends to submit the proposal again in 2016.

There were 542,327,106 shares outstanding and entitled to vote as of the record date for the annual meeting.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Phillips 66

Dated: May 8, 2015

By: /s/ Paula A. Johnson  
Paula A. Johnson  
Executive Vice President, Legal, General Counsel and  
Corporate Secretary